

CLINTON COMMUNITY COUNCIL

BYLAWS

ARTICLE I

NAME

1.1 The official name of this non-profit/not for profit corporation shall be the Clinton Community Council

ARTICLE II

PURPOSE

2.1 Background - The Clinton Community Council has been formed as an outgrowth of the Clinton Future Search Conference held in January, 2012. The Conference brought together people of diverse backgrounds, both inside and outside the community, to address this question: "Given the inevitability of change, how do we take the reins and create a future for Clinton's central core that will enable our community to thrive". One of the outcomes of the Conference was the intent to create a "voice" in behalf of the community. The "voice" or community council is to provide assurance that the momentum created through the Future Search Conference is carried forward in behalf of the Clinton community to:

2.1.1 Facilitate communication and discussion of interests and issues within the Clinton community through sponsoring community meetings, dissemination of information, and other appropriate means.

2.1.2 Provide enhanced citizen to governmental and other agency communication by providing a formally defined representative entity with which the various organizations can discuss items of mutual interest and explore mutually agreeable solutions, and

2.1.3. Advocate as appropriate for the interests and benefit of the Clinton community.

2.2 The creation of the Clinton Community Council is not intended to diminish the importance of existing community organizations or individuals in their participation in community affairs. In general, the Community Council is asked to take the big picture, long- range view for the benefit of Clinton.

2.3 The Clinton Community Council shall be a non-partisan organization.

2.4 The Community Council shall not engage in any other activities not permitted by an organization exempt from Federal income tax under the Internal Revenue Code and no funds shall inure to the benefit of any individual.

ARTICLE III

MISSION

4.1 Promote a sense of community vision and pride, and

4.2 Facilitate communication between the Clinton community, Island County, and other governmental entities, regarding community desires and feedback on proposed actions affecting the community, and

4.3 Initiate projects in behalf of the Clinton community in partnership with organizations such as, but not limited to, the Clinton Chamber of Commerce and the Clinton Progressive Association, and

4.4 Working with Island County, prepare a vision for the Clinton that identifies those qualities to be preserved and enhanced and the actions needed to ensure that the wishes and desires of the community are carried out.

ARTICLE IV

COMMUNITY COUNCIL STRUCTURE AND COMPOSITION

4.1 Membership on the community council shall be open to persons who are residents, property owners, and/or own a place of business in the Clinton community and are interested in exploring community issues and projects with the intent to expand upon and improve community conditions. The "Clinton community" is defined by the Clinton postal code. The council may make exceptions to the above criteria for service on the community council in cases where it will enhance the workings of the council.

4.1.1 The organizations listed in Section 4.2.1 of these bylaws shall make every effort to adhere to the criteria in Section 4.1 above.

4.2. The Community Council shall be composed of thirteen (13) members, broken down as follows:

4.2.1 Organization representation- Nine (9) Members

- a. Clinton Chamber of Commerce
- b. Clinton Water District
- c. Clinton Progressive Association
- d. South Whidbey School District
- e. Friends of the Clinton Library
- f. Port District of South Whidbey
- g. Ferry Advisory Committee
- h. Island County Planning Commission
- i. South Whidbey Park and Recreation District

4.2.2 These organization representatives shall be selected by their respective organizations.

4.2.3 These Organizations may be changed by the Community Council in the event an Organization chooses not to participate, no representatives are selected by one or more of the Organizations, or participation of other organizations is sought.

4.3 At-Large Positions

4.3.1 Five (5) positions shall be designated as At-Large positions. Eligibility for appointment to the community council is set forth in Section 4.1 above. The openings for these positions shall be advertised in the community and application forms made available.

4.3.2 Vacancies in At-Large council member positions may be filled at any regular or special meeting of the community council.

4.4 Community Council members shall serve staggered terms. Initially, six (6) members serve one-year terms and seven (7) members serve two-year terms. Members shall draw lots to determine the terms within each group of positions. Thereafter, Council members shall serve two (2) year terms, such that one-half of the Council positions are open each year. Members shall be limited to three (3) terms or six (6) consecutive years.

4.5 Non-Voting Membership

The Community Council may decide to appoint non-voting members, who may participate in Community Council deliberations but shall not be voting members.

4.6 Attendance

All Community Council members are expected to attend regularly scheduled meetings. More than three (3) unexcused absences in a twelve month period may result in removal of the member from the Community Council. An unexcused absence is when the member fails to notify the chair in advance of a meeting that the member will not be able to attend the meeting. Organizations will then be asked to select another representative or an At-Large position will be filled by Council appointment until the next annual meeting, where an election will be held.

ARTICLE V

OFFICERS

5.1 Initially, the Council shall elect officers from among themselves after all new Council members are seated. Thereafter, the Council shall elect officers at the date set by the Council for the annual meeting date.

5.2 The leadership of the Community Council shall be composed of the following: chair, vice-chair, secretary, and treasurer, and past chair.

5.3 The officer terms are for two years and chosen by a vote of the Community Council members. Officer position vacancies shall be filled by the Community Council for the balance of the term of the office. Officers may serve no more than two consecutive terms of office.

5.4 Responsibilities of the officers:

5.4.1 The chair shall be responsible for: meeting agenda preparation; lead and guide the conduct of public meetings; be the official representative of the Community Council; and be the official spokesperson to the media.

5.4.2 The vice chair will, in the absence of the chair, assume the chair 's responsibilities and other such responsibilities as may be assigned by the chair or Community Council

5.4.3 The secretary shall: take the summary minutes of Community Council meetings; see that the minutes are posted in a timely manner for public consumption; be the custodian of all records pertaining to the organization; ensure the proper distribution of

notices of all Council meetings and other official activities; and attend to the correspondence for the organization.

5.4.4 The Treasurer shall receive all monies for the organization; keep record of all financial transactions; make payments; and prepare financial reports and documents required of the organization by its own procedures or by governmental organizations.

5.4.5 The Past Chair shall serve for a period of up to two years and shall provide input and advice based on previous experience as an officer of the organization.

ARTICLE VI

COMMITTEES

6.1 Committees may be formed to assist the Community Council to carry out its responsibilities.

6.2 The initial standing committees shall come from those created as an outgrowth of the Clinton Future Search Conference and include:

6.2.1 Trails and Paths

6.2.2 Beautification

6.2.3 Economic Development

6.2.4 Transportation

6.2.5 Infrastructure/Utilities

6.2.6 Community Center

6.3 The Community Council may create other committees (standing or ad hoc) as needed.

6.4 The chair of the community council shall appoint the head of each committee. Community council members shall provide oversight of the work of the committees.

6.5 Membership on the committees is open to all persons interested in the betterment of the Clinton community. The chair of each committee will select the Committee members.

6.6 The chairs of all committees are responsible to the Community Council and, as such, shall keep the Community Council informed of their activities by such means as set forth by the Community Council.

ARTICLE VII

MEETINGS

7.1 Regular Meetings

The Community Council shall establish a regular meeting schedule, time and place.

7.2 Public Notice

The Community Council will give notice of meetings to Council members, the general public and the news media. The notice shall include the time and place of meetings, and a list of subjects to be considered at the meeting. Distribution of meeting notices shall be in a manner that maximizes the potential for the public to be aware of the proceedings and to participate.

7.3 Quorum

7.3.1 A majority of the filled positions on the Community Council will constitute a quorum for the transaction of business at meetings.

7.3.2 Actions by the Community Council shall be by a majority of those present and voting.

7.4 Special Meetings

Special Council meetings may be called by the chair or one-third (1/3) of the Council members by notifying all Council members and the general public not less than 24 hours in advance of the special meeting of the meeting time and place and the subject(s) of discussion.

7.5 Minutes

Minutes shall be taken of all Community Council and committee meetings. Community Council minutes shall be made available to the public in accordance with procedures established consistent with Article 6.4.3.

7.6 The Council shall establish processes and procedures as needed to conduct its meetings.

7.7 Annual Meeting

The Community Council shall establish the annual meeting date at which time the election of officers and At-Large members shall take place and other business to be considered by the Council.

ARTICLE VIII

DISCLOSURE

8.1 All members of the Community Council shall be responsible for establishing and maintaining the integrity of the organization at all times. Members shall disclose at meetings of the Community Council any personal interest that they or a member of their immediate family may have in a matter before the Community Council. In the case where a member or a member's immediate family member has a financial interest in a matter before the Community Council, the member shall refrain from participating and voting on the matter (Is this too limiting?)

ARTICLE IX

AMENDMENT OF BYLAWS

9.1 The BYLAWS may be amended by a two-thirds (2/3) vote of the Community Council at a publicly-scheduled meeting of the Community Council, provided that the proposed amendment(s) have been presented in writing and reviewed at the previous Community Council meeting.

ARTICLE X

RULES OF PARLIAMENTARY PROCEDURE

10.1 The rules contained in the current edition of Robert's Rules of Order shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these BYLAWS or any special rules of order the Council may adopt.

ARTICLE XI

LIMITATION OF LIABILITY

11.1 Members of the Community Council shall not be liable for discretionary acts or omissions made within his/her official capacity unless it constitutes gross negligence or as otherwise provided in RCW 24.06.035 and 24.24.264. Members of the Community Council shall not be individually liable to the organization or its members for conduct within their official capacity except for acts or omissions that involve intentional misconduct, knowing violation of the law or involve a transaction in which the member of the Community Council will personally receive a benefit to which he/she is not entitled as provided in RCW 24.06.035(2).

11.2 Volunteers. No volunteer of the organization shall be liable for harm caused by his/her act or omission so long as: a) the volunteer was acting within the scope of

his/her responsibilities, b) harm was not caused by willful criminal misconduct or gross negligence, c) harm was not caused by the operation of a vehicle for which a license and insurance is required by State law, d) the organization may be held liable in the volunteer's stead, and e) insurance in the amount required by State law is in place (per Volunteer Protection Act of 1997, 42 USC 14501 and RCW 4.24.670.

ARTICLE XII

DISSOLUTION OF THE ORGANIZATION

12.1 Upon the dissolution of the organization, the Community Council shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all of the assets of the Community Council exclusively for the purpose of the Community Council in such manner or to such organization or organizations and operated exclusively for the same purposes as shall at the time qualify as an exempt organization under the appropriate section of the Internal Revenue Code.

ADOPTION

BYLAWS are in full force and effect when approved by the Clinton Community Council.

BYLAWS APPROVAL

Dated this 22nd day of February, 2016

_____ Chair

_____ Secretary